

***Bylaws of  
Automotive Parts Remanufacturers Association Europe AISBL***  
***[The official text is in French – English convenience translation for information  
purposes only]***

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## **TITLE I. NAME. LEGAL FORM. TERM. REGISTERED OFFICE**

### **Article 1. Name. Legal form. Term**

The international non-profit association named “Automotive Parts Remanufacturers Association Europe”, abbreviated “APRA Europe” (hereafter: “**Association**”), is constituted for an indefinite period under the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, foundations, European political parties and the European political foundations.

All acts, invoices, announcements, publications and other documents issued by the Association shall contain the name of the Association, immediately followed or preceded by the mentions “association internationale sans but lucratif” or by the abbreviation “AISBL” and, if applicable, “in liquidation” and the address of the registered office of the Association.

### **Article 2. Registered office**

The registered office of the Association is located at Tervurenlaan 34, 1040 Etterbeek (Brussels - Belgium), in the judicial district of Brussels.

It may be transferred to any other location in Belgium by a decision of the Board of Directors, subject to compliance with the legal provisions governing the use of official languages in Belgium.

The Association may establish offices in any country or place.

## **TITLE II. NON-PROFIT PURPOSE. ACTIVITIES**

### **Article 3. Non-profit purpose. Activities**

#### **3.1. Non-profit purpose**

The non-profit purpose of international utility of the Association shall be, within the European Union and worldwide, to:

(a) To defend, represent and promote in the broadest sense of the word the general business interests of the parts rebuilding/remanufacturing industry, in general and of the Members, in particular;

(b) To promote the collective welfare of the automotive parts rebuilding/remanufacturing industry;

(c) To improve and advance the public recognition of the automotive parts rebuilding/remanufacturing industry;

(d) To provide a forum for the Members to interact with each other;

(e) To work with the Automotive Parts Remanufacturers Association, a non-profit organization established under the laws of the State of Delaware, United States of America (hereafter: “**APRA USA**”) in order to achieve the above items (a) through (d).

#### **3.2. Activities**

To that effect, the Association may develop, alone or in collaboration with third parties, directly or indirectly, all activities related, directly or indirectly, to its purpose. The Association may, in particular develop the following non-exhaustively listed activities for the general or specific account of the Members and/or third parties:

(a) Facilitate and support the cooperation between Members and/or stakeholders of the automotive parts rebuilding/remanufacturing industry by:

a. Exchanging, collecting and distributing information on the automotive parts rebuilding/remanufacturing industry;

b. Addressing sustainability issues through the development of best practices on current and future sustainability topics;

c. Coordinating business related joint projects of Members (e.g. on sustainability) in the automotive parts rebuilding/remanufacturing industry; and

d. Communicating on the activities and achievements of the Association;

(b) Represent, advocate and defend the interests of the Members vis-à-vis the European Union institutions, the governments of countries where Members are located and international organizations;

(c) Disseminate information and issue publications;

(d) Organize and arrange congresses, seminars, workshops, and other programs and convenings at international and national levels, also together with third parties;

(e) Collect and analyze statistical data;

(f) Cooperate with and assist APRA USA and other initiatives and/or organizations having a purpose similar to the purpose of the Association, as well as other regional and/or international initiatives and/or organizations;

(g) Identify, explore, compare, and examine how the European Union's and/or other international organizations' policies interact with local policies in the field of automotive parts rebuilding/remanufacturing and European and international automotive parts rebuilding/remanufacturing industry, and provide advice how this may affect the activities of Members and how Members may react towards such policies;

(h) Contribute to the elaboration, approval, and implementation of local, national, European Union and/or international policies, legislation, and regulations in the field of automotive parts rebuilding/remanufacturing and European and international automotive parts rebuilding/remanufacturing industry;

(i) Adopt, develop, and/or amend standards, and/or encouraging and accelerating the coordinated adoption of standards; and

(j) Participate in European Union or other public authorities' programs, calls for proposals, tenders, etc. of the European Union, national, federal or local governments, or other public and semi-public authorities, and in general to apply for grants from the European Union, national, federal or local governments or other public and semi-public authorities.

In addition, the Association may develop, support, incorporate, constitute, set up, participate to, and have interests in (including owning shares, stocks, bonds, warrants, options, participations and/or investments, etc.) any Belgian or foreign legal entity, commercial or not, not-

for-profit or for-profit, private or public or semi-public, having the legal personality or not, having similar purposes and activities than the ones of the Association.

**TITLE III. MEMBERS**

**Article 4. Membership**

The Association shall have four (4) membership categories: Full Members, Associate Members, Special Members and Affiliate Members. The Association shall always consist of at least two (2) Full Members. The founding members of the Association shall be the first two (2) Full Members.

All references in these Bylaws to “Member” or “Members” without any other specification are references to Full Members, Associate Members, Special Members and Affiliate Members collectively.

The rights and obligations of the Members shall be as defined in and pursuant to these Bylaws.

**Article 5. Full Members**

The category of Full Membership is open and accessible to any company:

- (a) Which is active in the automotive parts rebuilding/remanufacturing industry;
- (b) Duly constituted in accordance with the laws and practices of its country of origin;
- (c) Has the legal personality; and
- (d) Has its registered office in a country of Europe, the Middle East or Africa.

Full Members shall enjoy all membership rights, including voting rights. Only one company of a companies group may become a Full Member. The other companies member of the concerned companies group may each become an Affiliate Member, with its own rights.

**Article 6. Associate Members**

The category of Associate Membership is open and accessible to any legal entity:

- (a) Which is active in the automotive parts rebuilding/remanufacturing industry;
- (b) Duly constituted in accordance with the laws and practices of its country of origin;

- (c) Has the legal personality;
- (d) Does not have its registered office in a country of Europe, the Middle East or Africa;
- (e) Which does not qualify as a Special Member; and
- (f) Is a member in good standing of APRA USA.

Associate Members shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include voting rights.

#### **Article 7. Special Members**

The category of Special Membership is open and accessible to:

(a) Any association, organization, foundation, federation, confederation, institute, academy, or university which is active or has an interest in automotive parts rebuilding/remanufacturing industry and/or has a purpose similar to the purpose of the Association and which does not qualify as a Full Member or an Associate Member;

and

- (b) Any natural person who:
  - a. Via his/her services and/or commitment to the Association, has contributed to the achievement of the purpose of the Association; and
  - b. Via his/her public achievement has or will contribute to the achievement of the purpose of the Association.

Special Members shall enjoy all membership rights, including voting rights.

#### **Article 8. Affiliate Members**

The category of Affiliate Membership is open and accessible to any company:

- (a) Which belongs to the same companies group as the one to which a Full Member belongs;
- (b) Duly constituted in accordance with the laws and practices of its country of origin;
- (c) Has the legal personality; and

- (d) Has its registered office in a country of Europe, the Middle East or Africa.

Affiliate Members shall have the rights specifically granted to them in or pursuant to these Bylaws. These rights shall not include voting rights.

**Article 9. Admission to membership**

Any applicant to membership of the Association shall submit an application for admission to membership via regular mail or any other means of written communication (including email) to the Chairman.

The Chairman shall submit this application for admission to the Board of Directors. After having verified that all conditions for membership are complied with, the Board of Directors shall decide on the admission to membership. The decisions of the Board of Directors regarding membership admissions are final, sovereign and must be motivated.

The detailed procedures for the admission to membership shall be determined in the rules of order, if any.

Notwithstanding the preceding paragraphs, the founding members of the Association shall be entitled to decide on the first admission to membership.

**Article 10. Representation of Members**

Each Member, being a legal entity, shall appoint one or more natural person(s), called the “Representative(s)”, to represent it within the Association. If a Member, being a legal entity, appoints more than one (1) Representative, it must appoint one (1) voter – when applicable – who shall cast the vote of his/her Member (hereafter referred to as the “**Voter**”). Each Voter must have full capacity powers to represent his/her Member. If a Member, being a legal entity, only appoints one (1) Representative, he/she shall be the Voter of his/her Member.

If a Representative ceases to be employed by or is no longer otherwise linked to the Member he/she is representing, (i) he/she shall as of right lose his/her capacity as Representative (including any capacity to cast the vote of his/her Member, if any) and (ii) the said Member shall immediately replace this Representative unless the Member has another Representative who has been appointed as Voter.

Each Member, being a legal entity, shall inform, via regular mail or any other means of written communication (including email), the Chairman of the identity, contact details, and, as the case may be, appointment as Voter, of its/their Representative(s).

**Article 11. Resignation. Exclusion**

Members are free to resign from the Association at all times by giving written notice via registered mail with acknowledgment of receipt, at least three (3) months before 31 December of each year, to the Chairman. The Chairman shall submit the resignation to the Board of Directors, which shall in turn take note of it. The resignation shall be effective on the date on which the written notice has been sent to the Chairman.

A Member who/which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Articles 5, or 6, or 7 or 8 of these Bylaws, or (ii) is not duly or timely or fully complying with these Bylaws, the rules of order, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) is in a situation of judicial administration, or bankruptcy, judicial reorganization, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (vi) has substantially modified its activities, or (vii) for any other reasonable cause, may be excluded from membership, upon decision of the Board of Directors.

The exclusion process of a Member can be initiated either upon proposal of the General Assembly to the Board of Directors or upon a decision of the Board of Directors.

Before excluding a Member, the Board of Directors shall provide the concerned Member with the relevant details in writing via registered mail thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitely remedy the consequences of the breach or breaches having led to the proposal of exclusion of the concerned Member. The Board of Directors may decide to exclude a Member, provided that the concerned Member is convened at the meeting and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the exclusion. The decisions of the Board of Directors regarding the exclusion of a Member are final, sovereign and must be motivated. All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended until the decision of the Board of Directors.

A Member who/which, in whatever way and for whatever reason, ceases to be a Member of the Association shall (i) remain liable for its obligations towards the Association, including for the payment of the membership fees, up to the end of the financial year in which the termination of its membership became effective, (ii) have no claims for compensation on the Association or for its assets, (iii) forthwith cease to hold itself out as a Member of the Association in any manner, and (iv) upon decision of the Chairman, promptly deliver to the Association all material, equipment, software, and documents, in written, electronic or magnetic form, in its possession that have been provided by the Association.

A Member who/which has resigned or has been excluded from the Association and wishes to re-join the Association as a Member may be considered as an applicant to membership.

**Article 12.      Membership fees**

Each Full Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Full Member shall be proposed by the Board of Directors, and decided by the General Assembly based on the total (in full time equivalent) number of employees employed by the group of companies to which each Full Member belongs during the last financial year. The term total (in full time equivalent) number of employees employed by the group of companies to which each Full Member belongs during the last financial year used in the present paragraph refers to the total number of employees (i) as communicated to the Chairman pursuant to paragraph 2 of the present Article, or (ii) in case of absence of a total number of employees, as determined by the Board of Directors pursuant to paragraph 2 of the present Article.

Before 1 October of each year, each Full Member shall communicate to the Chairman the publicly declared total (in full time equivalent) number of employees employed by the group of companies to which each Full Member belongs during the last financial year. The person(s) who can legally bind the Full Member shall certify that the total number of employees which has been provided to the Chairman is not false, not incorrect, and not misleading. If a Full Member is unable or unwilling to communicate the total (in full time equivalent) number of employees employed by the group of companies to which each Full Member belongs during the last financial year, the Board of Directors shall try to determine the total (in full time equivalent) number of employees employed by the group of companies to which the concerned Full Member belongs during the last financial year. The decisions of the Board of Directors regarding the determination of the total (in full time equivalent) number of employees employed by the group of companies to which the Full Member belongs during the last financial year are final, sovereign, and do not have to be motivated.

Each Affiliate Member shall pay membership fees per year, as proposed by the Board of Directors and decided by the General Assembly. Each year, the amount of membership fees and the calculation method of the membership fees for each Affiliate Member shall be proposed by the Board of Directors and decided by the General Assembly.

Associate Members and Special Members shall not pay membership fees.

Without prejudice to Article 11 of these Bylaws, if a Full Member or an Affiliate Member fails to pay its membership fees within thirty (30) calendar days after a reminder has been sent to it by the Chairman, its rights (including its voting rights, if applicable) shall be automatically and immediately suspended until the payment of the membership fees due.

Full Members and Affiliate Members joining the Association part way through a financial year shall pay the amount of membership fees as calculated for their membership category on a pro rata basis.

Notwithstanding the preceding paragraphs, the founding members of the Association shall be entitled to decide on the amount of membership fees and the calculation method of the membership fees for each Full Member and Affiliate Member for the financial year 2019.

In addition to membership fees, Members can be subject to the payment of additional contributions. The amount of the additional contributions shall be proposed by the Board of Directors to the General Assembly for approval.

The Board of Directors shall also decide each year on the invoicing procedure and the time for payment of the membership fees

**Article 13. Compliance with the Bylaws and the rules of order**

Any Member of the Association shall expressly adhere to these Bylaws and the rules of order, if any, as amended from time to time, and commit to (i) actively cooperate towards the achievement of the purpose of the Association and (ii) pay the annual membership fees, including those for the year in which the application for admission to membership is submitted, pursuant to Article 9 of these Bylaws.

**TITLE IV. ORGANIZATIONAL STRUCTURE**

**Article 14. Bodies**

The bodies of the Association are:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The Board of Governors;
- (d) The Chairman;
- (e) The Vice-Chairman;
- (f) The Treasurer;
- (g) The Working Group(s); and
- (h) The Executive Officer, as the case may be.

**TITLE V. GENERAL ASSEMBLY**

**Article 15. Composition. Voting rights**

The General Assembly shall be composed of all Members of the Association. Each Member, being a legal entity, shall be represented, at the General Assembly by its Representative(s) pursuant to Article 10 of these Bylaws.

Each Full Member and each Special Member shall have one (1) vote.

Associate and Affiliate Members shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard.

Each director of the Association shall have the right to attend the meetings of the General Assembly without voting rights and with the right to be heard. Each director who has been

appointed as Voter shall be authorized to vote in this specific capacity for the Member he/she represents.

The General Assembly shall be chaired by the Chairman. If the Chairman is unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Vice-Chairman. If the Chairman and the Vice-Chairman are both unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by the Treasurer. If the Chairman, the Vice-Chairman, and the Treasurer are all unable or unwilling to chair the General Assembly, the General Assembly shall be chaired by a Representative or a Special Member, being a natural person, designated for this purpose by the General Assembly.

The General Assembly may decide to invite one or more third parties to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the General Assembly. Upon authorization of the chairman of the General Assembly these third parties will receive the right to speak.

#### **Article 16. Powers**

The General Assembly shall have the powers specifically granted to it by law or these Bylaws. In particular, the General Assembly shall have the following powers:

- (a) The appointment and revocation of the directors;
- (b) The appointment and revocation of the Chairman, the Vice-Chairman, and the Treasurer;
- (c) If applicable, the appointment and revocation of a statutory auditor and the determination of his/her/its remuneration;
- (d) If applicable, the appointment and revocation of an external accountant and the determination of his/her/its remuneration;
- (e) The discharge to be given to the directors and, if any, to the statutory auditor, or to the external accountant;
- (f) The approval of the amount of the membership fees and the calculation method of the membership fees, upon proposal of the Board of Directors;
- (g) The approval of the amount of the additional contributions, upon proposal of the Board of Directors;
- (h) The approval of the annual accounts and the budget of the Association;
- (i) The amendment of these Bylaws, upon proposal of the Board of Directors; and
- (j) The dissolution of the Association, the allocation of the Association's net assets in case of dissolution, and the appointment of one or more liquidator(s).

#### **Article 17. Meetings**

The General Assembly shall meet at least once a year upon convening by the Chairman or the Board of Directors, and at such time and place as determined in the convening notice. A meeting of the General Assembly entrusted with the approval of the annual accounts and the budget shall be held within six (6) months following the end of the financial year (hereafter: "**Ordinary General**

**Assembly**”). Each year, the Board of Directors shall determine the exact date of the Ordinary General Assembly.

An extraordinary General Assembly shall be convened at any time by the Chairman or the Board of Directors whenever required by the interests of the Association. An extraordinary General Assembly shall be convened by the Chairman at the written request of at least half of the Full Members and the Special Members.

If the Chairman is unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Vice-Chairman. If the Chairman and the Vice-Chairman are both unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Treasurer. If the Chairman, the Vice-Chairman, and the Treasurer are all unable or unwilling to convene the General Assembly, the General Assembly shall be convened by the Board of Directors.

**Article 18. Proxies**

Unless otherwise stipulated in these Bylaws, each Member shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the Chairman via similar means, to give a proxy to another Member of its membership category to be represented at a General Assembly meeting. No Member may hold more than two (2) proxies.

By derogation to the previous paragraph of the present Article, each Member shall have the right, via regular mail or via any other means of written communication (including email), always with copy to the Chairman via similar means, to give a proxy to another Member of its membership category or a third party in case of a General Assembly having to adopt in the presence of a notary amendments to these Bylaws which must be recorded in a notarial deed, provided that these amendments have been previously approved by the General Assembly according to the attendance and voting quorums stipulated in Article 51 of these Bylaws. In that case, each Member or third party may hold an unlimited number of proxies.

**Article 19. Convening notices. Agenda**

Without prejudice to Articles 20, 51, and 52 of these Bylaws, convening notices for the General Assembly shall be notified to the Members and the directors by the Chairman via regular mail or via any other means of written communication (including email) at least fourteen (14) calendar days before the meeting. The convening notice shall mention the date, time and place of the meeting of the General Assembly. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the General Assembly shall be prepared and adopted by the Chairman.

Any proposal of additional item(s) on the agenda of the General Assembly signed by at least one quarter (1/4) of the Full Members and Special Members or signed by at least half of the directors and notified to the Chairman at least seven (7) calendar days before the meeting must be included in the agenda. In such a case, the Chairman shall inform the Members and the directors of the additional item(s) on the agenda of the General Assembly via regular mail or via any other means of

written communication (including email) at least five (5) calendar days before the meeting of the General Assembly.

No vote shall be cast regarding an item that is not listed on the agenda.

Each Member and each director shall have the right, before, during or after a meeting of the General Assembly, to waive the convening formalities and periods required by the present Article. Unless he/she/it disagrees, any Member present or represented and any director present at a meeting of the General Assembly shall be considered to have been regularly convened to this meeting.

**Article 20. Quorum. Votes**

Unless otherwise stipulated in these Bylaws, the General Assembly shall be validly constituted when at least one third (1/3) of the Full Members and Special Members are present or represented. In any case, the General Assembly shall always be constituted of at least two (2) natural persons physically present.

If at least one third (1/3) of the Full Members and special Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Bylaws, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members and Special Members present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Bylaws, decisions of the General Assembly shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the Full Members and Special Members present or represented.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member or Special Member whose Representative or the Special Member who is the Chairman shall have the decisive vote and in his/her/its absence (whether represented or not), the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman. If the Full Member or Special Member whose Representative or the Special Member who is the Chairman and the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman are both absent (whether represented or not), the Full Member or Special Member whose Representative or the Special Member who is the Treasurer shall have the decisive vote. If the Full Member or Special Member whose Representative or the Special Member who is the Chairman, the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman, and Full Member or Special Member whose Representative or the Special Member who is the Treasurer are all absent (whether represented or not), the Member whose Representative or the Special Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

The votes are issued by a call out, or by a show of hands, unless a secret ballot is requested by at least one third (1/3) of the Full and Special Members present or represented.

**Article 21. Written resolutions**

Except for (i) the amendment of these Bylaws, and (ii) the dissolution and liquidation of the Association, in exceptional cases and when the urgency of the matter so requires, the General Assembly may take decisions via written procedure.

For this purpose, the Chairman, upon request of the Board of Directors, shall send a letter, via regular mail or via any other means of written communication (including email) to all Members, mentioning the agenda and the proposals for the decisions to be taken, with email request to the Full Members and Special Members to approve the proposals and to send the letter back via regular mail or via any other means of written communication (including email) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

Within this term, (i) at least one third (1/3) of the Full Members and Special Members shall send the letter back, and (ii) a majority of at least fifty percent (50 %) plus one (1) vote of the votes cast by the Full Members and Special Members shall approve the proposals, for the decisions to be deemed to be taken. In the event of a tie, the decisions are deemed not to be taken.

For the purpose of the present Article, by derogation from Article 18 of these Bylaws, Members are not allowed to grant proxies to other Members.

Decisions taken by written resolutions are deemed to come into force on the date mentioned on the letter sent to the Members.

**Article 22. Register of minutes**

Minutes shall be drawn up at each General Assembly meeting. They shall be approved and signed by the Chairman and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including email) by the Chairman to the Members. The register of minutes shall be kept at the registered office of the Association or any other place as decided by the Board of Directors where all Members may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the rules of order, if any.

**TITLE VI. BOARD OF DIRECTORS**

**Article 23. Composition**

**23.1.** The Association shall be administered by a Board of Directors composed of minimum four (4) and maximum ten (10) directors. A natural person being designated by APRA USA shall be as of right a director (hereafter: “**APRA USA Director**”).

**23.2.** Each director shall be a:

- (a) Representative of a Full Member or a Special Member, being a legal entity;
- (b) Special Member being a natural person; or
- (c) A natural person employed by or otherwise linked to (i) APRA USA or (ii) one of its members.

The term of office of the directors shall be of two (2) years, indefinitely renewable. Their mandate shall be non-remunerated.

**23.3.** Each Full Member and each Special Member may propose one (1) candidate director to the Board of Directors at least twenty-eight (28) calendar days in advance of a meeting of the General Assembly at which one or more director(s) will be appointed. The Board of Directors shall inform the Full Members and the Special Members as soon as a new appointment by the General Assembly is necessary. The Board of Directors, taking into account the criteria set out in paragraphs 23.1 and 23.2 of the present Article, shall draw up a list of all proposed directors. The list shall be attached to the agenda of the meeting of the General Assembly at which one or more director(s) will be appointed. If there is no list or an incomplete list of candidate directors, the General Assembly may freely appoint without any formality one or more director(s) out of the Representatives of the Full Members and Special Members and out of the Special Members, being natural persons. The detailed procedures for the appointment of directors shall be determined in the rules of order, if any. The present Article 23.3 shall not apply to the APRA USA Director.

**23.4.** Notwithstanding the preceding paragraphs, the founding members of the Association shall be entitled to appoint the first directors and to decide on their term of office.

**23.5.** Except for the APRA USA Director, the mandate of a director terminates by expiry of his/her directorship. Except for the APRA USA Director, the mandate of a director terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a director ceases to be employed by or is no longer otherwise linked to the Full Member or Special Member he/she is representing, or (iii) if the Full Member or Special Member the director represents, or the Special Member being a director, for whatever reason, ceases to be a Member of the Association, or (iv) if the Full Member or the Special Member the director represents, is in a situation of judicial administration, bankruptcy, judicial reorganization, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member or the Special Member the director represents, has substantially modified its activities, or (vi) if a director does no longer meet the criteria set out in paragraphs 23.1 or 23.2 of the present Article, or (vii) if a director does not attend three (3) consecutive meetings of the Board of Directors.

The mandate of the APRA USA Director terminates (i) as of the date that APRA USA appoints his or her replacement, or (ii) in case of death or incapacity.

**23.6.** Except for the APRA USA Director, the mandate of a director also terminates upon revocation by the General Assembly. Except for the APRA USA Director, the General Assembly may revoke a director at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the director concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation.

**23.7.** The directors are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, their resignation to the Chairman. In case of termination of the mandate of a director for whatever reason, except the cases of automatic termination of the mandate of a director, or revocation, the director shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**23.8.** Except for the APRA USA Director, if the mandate of a director ceases before its term, for whatever reason, the Board of Directors may freely appoint (by co-option) a new director for the remainder of the term, provided that the director appointed (by co-option) fulfils the criteria for the composition of the Board of Directors.

**23.9.** If the mandate of the APRA USA Director, ceases before its term (pursuant to 23.5, *in fine*) for whatever reason, APRA USA shall, as soon as possible, appoint a new director, provided that the director appointed fulfils the criteria set out in paragraph 23.2 of the present Article and inform the Chairman.

**23.10.** In case of termination of the mandate of a director for whatever reason, the director shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law or service agreement provisions, if applicable.

**23.11.** The Board of Directors shall be chaired by the Chairman. If the Chairman is unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Vice-Chairman. If the Chairman and the Vice-Chairman are both unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the Treasurer. If the Chairman, the Vice-Chairman, and the Treasurer are all unable or unwilling to chair the Board of Directors, the Board of Directors shall be chaired by the oldest director (in age) present.

**23.12.** The Board of Directors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Directors.

#### **Article 24. Powers**

The Board of Directors shall have all powers necessary to accomplish the purpose of the Association, except for the powers that are specifically granted to other bodies of the Association

by law or these Bylaws. The Board of Directors shall act as a collegial body (in French: “*organe collegial*” / in Dutch: “*collegiaal orgaan*”).

The Board of Directors shall in particular have the following powers:

- (a) The transfer of the Association’s registered office;
- (b) The determination of the Association’s strategies and policies;
- (c) The general management and administration of the Association;
- (d) The monitoring of the budget expenditures and the allocation of the budget;
- (e) The execution of the decisions of the General Assembly;
- (f) The admission of new Members;
- (g) The exclusion of Members;
- (h) As the case may be, the appointment and revocation of the Executive Officer, including the discharge to be given;
- (i) Except if an Executive Officer has been appointed, the daily management of the Association, within the approved budget;
- (j) The hiring and the dismissal of the employees of the secretariat of the Association;
- (k) The proposal of the approval of the amount of the membership fees and the calculation method of the membership fees to the General Assembly;
- (l) The proposal of the amount of the additional contributions to the General Assembly;
- (m) Upon receipt of the draft annual working plan, the draft annual accounts and the draft budget from the Treasurer, the finalization and approval of these documents that must be submitted to the General Assembly for approval;
- (n) The adoption, the amendment and the revocation of the rules of order, if any;
- (o) The adoption of proposals to be submitted to the General Assembly;
- (p) The decisions to establish, determine the working and governance rules of, and delegate tasks to one or more Working Group(s) and the overseeing of this/these; and
- (q) The proposal of the amendment(s) to of these Bylaws to the General Assembly.

Each year, before the approval of the annual accounts by the Ordinary General Assembly, the Board of Directors shall report to the Ordinary General Assembly on the annual activity of the Association which includes at least information regarding (i) the use of the budget, (ii) the setting of the calculation method and the amount of the annual membership fees, and (iii) the activities of the Association.

At any time, the Board of Directors may delegate specific powers to one or more director(s) or other persons or bodies, with or without sub-delegation powers to the legal extent possible.

#### **Article 25. Meetings**

The Board of Directors shall meet every time the interests of the Association so require and at least two (2) times a year, upon convening by the Chairman, and at such time and place as determined in the convening notice. If the Chairman is unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Vice-Chairman. If the Chairman and the

Vice-Chairman are both unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the Treasurer. If the Chairman, the Vice-Chairman, and the Treasurer are all unable or unwilling to convene the Board of Directors, the Board of Directors shall be convened by the oldest director (in age).

**Article 26. Proxies**

Each director shall have the right, via regular mail or via any other means of written communication (including email), to give a proxy to another director, to be represented at a Board of Directors meeting. No director may hold more than two (2) proxies.

**Article 27. Convening notices. Agenda**

Convening notices for the Board of Directors shall be notified to the directors by the Chairman via regular mail or via any other means of written communication (including email) at least seven (7) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Directors shall be prepared and adopted by the Chairman. If the Chairman is unable or unwilling to adopt the agenda, the agenda shall be adopted by the Vice-Chairman. If the Chairman and the Vice-Chairman are both unable or unwilling to adopt the agenda, the agenda shall be adopted by the Treasurer. If the Chairman, the Vice-Chairman, and the Treasurer are all unable or unwilling to adopt the agenda, the agenda shall be adopted by the oldest director (in age).

Each director shall have the right to propose an additional item to be included on the agenda of the Board of Directors, which shall be notified via regular mail or via any other means of written communication (including email) to the Chairman at least five (5) calendar days before the meeting. In such a case, the Chairman shall inform the directors of the additional item(s) on the agenda of the Board of Directors via regular mail or via any other means of written communication (including email) at least three (3) calendar days before the meeting of the Board of Directors.

Each director shall have the right, before, during or after a meeting of the Board of Directors, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any director present or represented at a meeting of the Board of Directors shall be considered to have been regularly convened to this meeting.

**Article 28. Quorum. Votes**

Unless otherwise stipulated in these Bylaws, the Board of Directors shall be validly constituted when at least half of the directors are present or represented. In any case, the Board of Directors shall always be constituted of at least two (2) directors present.

If at least half of the directors are not present or represented at the first meeting, a second meeting of the Board of Directors may be convened pursuant to Article 27 of these Bylaws, at least seven (7) calendar days after the first meeting of the Board of Directors. The second meeting of the

Board of Directors shall validly deliberate irrespective of the number of directors present or represented, in accordance with the majorities stipulated in the third paragraph of this Article.

Unless otherwise stipulated in these Bylaws, decisions of the Board of Directors shall be validly adopted if they obtain at least a majority of fifty percent (50%) plus one (1) vote of the votes cast by the directors present or represented. Each director shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Chairman shall have the decisive vote and in his/her absence (whether represented or not), the Vice-Chairman. If the Chairman and the Vice-Chairman are both absent (whether represented or not), the Treasurer shall have the decisive vote. If the Chairman, the Vice-Chairman, and the Treasurer are all absent (whether represented or not), the oldest director (in age) present shall have the decisive vote.

A duly convened meeting of the Board of Directors shall be validly held even if all or some of the directors are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow directors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the directors shall be deemed present.

**Article 29. Veto right**

By derogation to Article 28 and Article 31 of these Bylaws, the APRA USA Director may, in exceptional circumstances, exercise a veto right in order to suspend the adoption by the Board of Directors of a decision regarding one or more of the following items (hereafter: “**Major Decisions**”):

- (a) Any proposal of amendment(s) to these Bylaws;
- (b) Any difference in the membership fees and/or additional contributions paid by any membership category of the Association in comparison with the dues charged by APRA USA for membership in the same or a similar category;
- (c) The adoption by the Association of any legal, regulatory or business position affecting APRA USA or any member of APRA USA which conflicts, in whole or in part, with a position taken by APRA USA;
- (d) The adoption by the Association of any standards or specifications relating to the remanufacturing industry or approval of any such standards adopted by any governmental or other entity;
- (e) Any resolution or action which might adversely affect the rights and privileges of APRA USA in the Association;
- (f) Any resolution or action which might increase the obligations of APRA USA to the Association; and/or

- (g) The Association producing or conducting any event outside of Europe.

Following the exercise of the veto right, the decision of the Board of Directors shall be suspended for a maximum three (3) months period as from the exercise of the veto right in order to allow the APRA USA Director to inform the Board of Governors of the decision that has been suspended. Within three (3) months as from the exercise of the veto right, the Board of Governors shall decide. The decisions of the Board of Governors regarding the veto right are final and sovereign.

The exercise of the veto right, the final decision made by the Board of Governors, the subject discussed, the vote, the discussion, the debate and any of the reasons given for the exercise of the veto right will be mentioned in the minutes of the meeting of the Board of Directors.

By derogation to the present Article, the veto right cannot be used by the APRA USA Director whilst the Board of Directors decides to appoint or revoke a governor according to Article 32 of these Bylaws.

**Article 30. Register of minutes**

Minutes shall be drawn up at each Board of Directors meeting. They shall be approved and signed by the Chairman and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including email) by the Chairman to the directors. The register of minutes shall be kept at the registered office of the Association or any other place as decided by the Board of Directors where all directors may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the rules of order, if any.

**Article 31. Written procedure**

The Board of Directors may take decisions via written procedure.

For this purpose, the Chairman shall send a letter, via registered mail and/or via any other means of written communication (including email) to all directors, mentioning the agenda and the proposals of the decisions to be taken, with request to the directors to approve the proposals and to send the letter back via registered mail and/or via any other means of written communication (including email) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of at least half of all directors regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken. In the event of a tie, the decisions are also deemed not to be taken.

For the purpose of the present Article, by derogation from Article 26 of these Bylaws, directors are not allowed to grant proxies to other directors.

Decisions taken by written procedure are deemed to come into force on the date mentioned on the letter sent to the directors.

**TITLE VII. BOARD OF GOVERNORS**

**Article 32. Composition**

**32.1.** The Board of Governors shall be composed of four (4) natural persons. Two (2) governors shall be appointed by the Board of Directors and two (2) governors shall be appointed by APRA USA.

**32.2.** Each governor shall be:

- (a) A Representative of a Full Member or a Special Member, being a legal entity;
- (b) A Special Member being a natural person; or
- (c) A natural person employed by or otherwise linked to (i) APRA USA or (ii) one of its members.

**32.3.** The term of office of the governors shall be of two (2) years, indefinitely renewable. Their mandate shall be non-remunerated.

**32.4.** Notwithstanding the preceding paragraphs, the founding members of the Association shall be entitled to appoint the first governors and to decide on their term of office.

**32.5.** The mandate of a governor appointed by the Board of Directors terminates by expiry of his/her mandate. The mandate of a governor appointed by the Board of Directors terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if a governor ceases to be employed by or is no longer otherwise linked to the Full Member or Special Member he/she is representing, or (iii) if the Full Member or Special Member the governor represents, or the Special Member being a governor, for whatever reason, ceases to be a Member of the Association, or (iv) if the Full Member or the Special Member the governor represents, is in a situation of judicial administration, bankruptcy, judicial reorganization, dissolution or liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction, or (v) if the Full Member or the Special Member the governor represents, has substantially modified its activities, or (vi) if a governor does no longer meet the criteria set out in paragraph 32.2. of the present Article, or (vii) if a governor does not attend three (3) consecutive meetings of the Board of Governors. The mandate of a governor appointed by APRA USA terminates (i) as of the date that APRA USA appoints his or her replacement or (ii) in case of death or incapacity.

**32.6.** The mandate of a governor appointed by the Board of Directors also terminates upon revocation by the Board of Directors. The Board of Directors may revoke a governor it has appointed governor at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the governor concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the Board of Directors and prior to the voting on the revocation. The mandate of a governor appointed by APRA USA also terminates upon revocation by APRA USA. APRA USA may revoke a governor it has appointed at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the governor concerned is convened at the meeting of the competent body of APRA USA and has received the possibility to defend his/her position during the meeting of the competent body of APRA USA and prior to the voting on the revocation.

**32.7.** The governors are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, their resignation to the Chairman. In case of termination of the mandate of a governor for whatever reason, except the cases of automatic termination of the mandate of a governor, or revocation, the governor shall continue performing the duties of his/her office until he/she has been replaced within sixty (60) calendar days.

**32.8.** If the mandate of a governor appointed by the Board of Directors ceases before its term, for whatever reason, the Board of Directors shall, as soon as possible, appoint a new governor for the remainder of the term, provided that the governor appointed fulfils the criteria for the composition of the Board of Governors.

**32.9.** If the mandate of a governor appointed by APRA USA, ceases before its term, for whatever reason, APRA USA shall, as soon as possible, appoint a new governor, provided that the governor appointed fulfils the criteria set out in paragraph 32.2 of the present Article, and informs the Chairman.

**32.10.** In case of termination of the mandate of a governor for whatever reason, the governor shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law or service agreement provisions, if applicable.

**32.11.** The Board of Governors shall elect a chairman and a vice chairman from among the governors. Meetings of the Board of Governors shall be chaired by the chairman and in his absence by the vice chairman.

**32.12.** The Board of Governors may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Board of Governors.

**Article 33. Powers**

The Board of Governors shall only have the power to decide on decisions of the Board of Directors that have been suspended because of the exercise of the veto right by the APRA USA Director pursuant to Article 29 of these Bylaws.

**Article 34. Meetings**

The Board of Governors shall only meet when the APRA USA Director has exercised his/her veto right according to Article 29 of these Bylaws, upon convening by the chairman of the Board of Governors and at such time and place as determined in the convening notice. If the chairman of the Board of Governors is unable or unwilling to convene the Board of Governors, the Board of Governors shall be convened by the vice-chairman of the Board of Governors.

**Article 35. Proxies**

Each governor shall have the right, via regular mail or via any other means of written communication (including email), to give a proxy to another governor, to be represented at a Board of Governors meeting. No governor may hold more than one (1) proxy.

**Article 36. Convening notices. Agenda**

Convening notices for the Board of Governors shall be notified to the governors by the chairman of the Board of Governors via regular mail or via any other means of written communication (including email) at least seven (7) calendar days before the meeting. The convening notices shall mention the date, time and place of the meeting. The agenda and the material documents necessary for the discussion shall be attached to the convening notices. The agenda of the meetings of the Board of Governors shall be prepared and adopted by the chairman of the Board of Governors. If the chairman of the Board of Governors is unable or unwilling to adopt the agenda, the agenda shall be adopted by the vice-chairman of the Board of Governors.

Each governor shall have the right, before, during or after a meeting of the Board of Governors, to waive the convening formalities and periods required by the present Article. Unless he/she disagrees, any governor present or represented at a meeting of the Board of Governors shall be considered to have been regularly convened to this meeting.

**Article 37. Quorum. Votes**

The Board of Governors shall be validly constituted when at least three (3) of the governors are present or represented.

Unless otherwise stipulated in these Bylaws, decisions of the Board of Governors shall be validly adopted if they obtain a majority of at least seventy five percent (75%) of the votes cast by the governors present or represented. Each governor shall have one (1) vote.

Blank votes, invalid votes and abstentions shall not be counted.

A duly convened meeting of the Board of Governors shall be validly held even if all or some of the governors are not physically present or represented, but participate in the deliberations via any means of telecommunication that allow governors to directly hear each other and directly speak to each other, such as a telephone, video or web conference. In such a case, the governors shall be deemed present.

**Article 38. Register of minutes**

Minutes shall be drawn up at each Board of Governors meeting. They shall be approved and signed by the chairman of the Board of Governors and kept in a register of minutes. Copies of resolutions shall be sent via regular mail or via any other means of written communication (including email) by the chairman of the Board of Governors to the governors and the directors. The register of minutes shall be kept at the registered office of the Association or any other place as decided by the Board of Directors where all governors and directors may consult it, without, however, displacing it.

The detailed procedures regarding the draw up and the approval of the minutes shall be determined in the rules of order, if any.

**Article 39. Written procedure**

The Board of Governors may take decisions via written procedure.

For this purpose, the chairman of the Board of Governors shall send a letter, via registered mail and/or via any other means of written communication (including email) to all governors, mentioning the agenda and the proposals of the decisions to be taken, with request to the governors to approve the proposals and to send the letter back via registered mail and/or via any other means of written communication (including email) to the registered office of the Association or any other place mentioned in the letter, duly signed and within the term mentioned in the letter.

If the approval of all of the governors regarding the items on the agenda and regarding the procedure in writing is not received within this term, the decisions are deemed not to be taken.

For the purpose of the present Article, by derogation from Article 35 of these Bylaws, guarantors are not allowed to grant proxies to other governors.

Decisions taken by written procedure are deemed to come into force on the date mentioned on the letter sent to the governors.

**TITLE VIII. CHAIRMAN, VICE-CHAIRMAN, AND TREASURER**

**Article 40. Appointment and function of the Chairman, Vice-Chairman, and Treasurer**

The General Assembly shall appoint a Chairman, a Vice-Chairman, and a Treasurer among the directors. The Chairman, Vice-Chairman, and Treasurer shall be three (3) distinct

Representatives and shall not be the APRA USA Director, pursuant to Article 23 of these Bylaws. Their mandate shall be non-remunerated. Their term of office is a two (2) year term, indefinitely renewable.

Notwithstanding the preceding paragraph, the founding members of the Association shall be entitled to appoint the first Chairman, the first Vice-Chairman, and the first Treasurer and to decide on their term of office.

Each new Chairman, Vice-Chairman, or Treasurer who is appointed by the General Assembly to replace a Chairman, Vice-Chairman, or Treasurer, whose mandate has terminated, shall only be appointed for the remainder of the term of the Chairman, Vice-Chairman, or Treasurer being replaced.

The mandate of the Chairman, the Vice-Chairman, and the Treasurer terminates by expiry of the term of their mandate or, as of right and with immediate effect, by expiry of their directorship.

The General Assembly may further revoke the Chairman as Chairman, the Vice-Chairman as Vice-Chairman, and the Treasurer as Treasurer at any time and does not need to motivate its decision, without any compensation or cost becoming due by the Association, and provided that the Chairman, Vice-Chairman, or Treasurer concerned is convened at the meeting and has received the possibility to defend his/her position during the meeting of the General Assembly and prior to the voting on the revocation. The concerned Chairman, Vice-Chairman, or Treasurer shall not participate in the deliberation of the General Assembly regarding such decision or action, and also not to the relevant voting.

The Chairman, Vice-Chairman, and Treasurer are also free to resign from their office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, their resignation to the Board of Directors. In case of the end of the mandate of the Chairman, the Vice-Chairman, or the Treasurer for whatever reason, except the cases of automatic termination of the directorship, or revocation, the Chairman, Vice-Chairman, or Treasurer as the case may be shall continue performing the duties of his/her office until the General Assembly has provided in his/her replacement within ninety (90) calendar days.

In case of termination of the mandate of the Chairman, the Vice-Chairman, or the Treasurer for whatever reason, the Chairman, Vice-Chairman, or Treasurer as the case may be shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law or the service agreement provisions, if applicable.

**Article 41. Powers of the Chairman, Vice-Chairman, and Treasurer**

The Chairman shall have the powers specifically granted to him/her by these Bylaws. In particular, the Chairman shall have the following powers:

- (a) Preparing and adopting the agenda of the meetings of the General Assembly and the Board of Directors;

- (b) Presiding the meetings of the General Assembly and the Board of Directors;
- (c) Signing and approving the minutes of the meetings of the General Assembly and the Board of Directors;
- (d) Acting as a conciliator when differences of opinion occur, both within the Association and vis-à-vis third parties; and
- (e) In the event of a tie vote, having the casting vote within the Board of Directors.

The Vice-Chairman shall have the powers specifically reserved for him/her by these Bylaws. As a general rule, the Vice-Chairman shall replace the Chairman in his/her absence.

The Treasurer shall have the powers specifically granted to him/her by these Bylaws and by the Board of Directors. As a general rule, the Treasurer shall oversee the financial affairs of the Association and report in this respect to the Board of Directors.

## **TITLE IX. WORKING GROUP(S)**

### **Article 42. Working Group(s)**

The Board of Directors may establish and delegate tasks to one or more Working Group(s). The Working Group(s) shall have a supporting role to the Board of Directors on specific issues. The Board of Directors shall determine among others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, quorums and voting procedures, and drafting of minutes of the Working Group(s).

The Working Group(s) may be composed of non-Members, Representatives of Members and Members, being natural persons, who (i) must be experts in the respective fields covered by the Working Group(s) concerned and (ii) are able to substantially contribute to support the Board of Directors. The Working Group(s) shall be chaired by a president being a Representative and, as the case may be, one or more president(s) may be appointed.

The Working Group(s) shall not represent the Association vis-à-vis third parties.

The Working Group(s) shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its/their activities, and/or at the request of the Board of Directors.

The Working Group(s) may invite one or more third party(ies) to attend without voting rights one or more meeting(s) or part(s) of meeting(s) of the Working Group(s).

Any director shall have the right to attend the meetings of the Working Group(s) without voting right and with the right to be heard. No director shall be a member of one or more Working Group(s).

## **TITLE X. EXECUTIVE OFFICER**

**Article 43. Appointment and function of the Executive Officer**

The Board of Directors may appoint a natural person or legal entity, not being a director and not being a Representative, as Executive Officer. His/her/its office may be remunerated. The Association shall cover all reasonable expenses exposed by the Executive Officer. The Executive Officer's mandate may be of a definite or indefinite duration. The terms and conditions of his/her/its office shall be determined by the Board of Directors.

Notwithstanding the preceding paragraph, the founding members of the Association shall be entitled to appoint the first Executive Officer and to decide on his/her/its term of office.

The mandate of the Executive Officer terminates as of right and with immediate effect, (i) by death or incapacity, or (ii) if the Executive Officer is under judicial administration, in bankruptcy, in judicial reorganization, in dissolution or in liquidation, or is subject to insolvency proceedings of a similar nature under the laws of any jurisdiction.

Unless otherwise agreed, the Board of Directors may revoke the Executive Officer at any time and possibly with immediate effect, without (i) having to justify its decision, (ii) any compensation or cost becoming due by the Association, and (iii) prejudice to the mandatory labor law or service agreement provisions, if applicable.

The Executive Officer is free to resign from his/her/its office at any time by submitting, via registered mail or via any other means of written communication (including email) with acknowledgment of receipt, his/her/its resignation to the Board of Directors, without prejudice to the mandatory labor law or service agreement provisions, if applicable. In case of termination of the mandate of the Executive Officer for whatever reason, except the cases of automatic termination of the mandate of the Executive Officer or revocation, the Executive Officer shall continue performing the duties of his/her/its office until the Board of Directors has provided in his/her/its replacement within ninety (90) calendar days.

In case of the end of the mandate of the Executive Officer for whatever reason, the Executive Officer shall have no claims for compensation on the Association or for its assets, without prejudice to the mandatory labor law or service agreement provisions, if applicable.

The Executive Officer shall be a permanent observer at the General Assembly, the Board of Directors, the Board of Governors and the Working Group(s), and shall have the right to attend all meetings of the aforementioned bodies, without voting rights and with the right to be heard. All convening notices to all meetings of the aforementioned bodies must simultaneously be notified to the Executive Officer.

**Article 44. Powers of the Executive Officer**

The Executive Officer shall have the powers specifically granted to him/her/it by these Bylaws. In particular, the Executive Officer shall have the following powers:

- (a) The daily management of the Association, within the approved budget;
- (b) The recruitment of new Members;
- (c) In cooperation with the Chair, the coordination and the organization of the Ordinary General Assembly;
- (d) In cooperation with the Chair, the coordination and the organization of the Board of Director’s meetings;
- (e) In cooperation with the chairman of the Board of Governors, the coordination and organization of the Board of Governor’s meetings.
- (f) In cooperation with the Board of Directors, the delegation of tasks to the secretariat of the Association and the overseeing of it;
- (g) Executing the decisions of the Board of Directors and Board of Governors;
- (h) The supervision of the financial affairs of the Association, under the supervision of the Treasurer; and
- (i) Ensuring the public relations of the Association, particularly regarding communication with third parties.

The Executive Officer shall always act under the responsibility of the Board of Directors and within the approved budget. The Executive Officer shall report periodically to the Board of Directors on his/her/its actions and activities, and/or at the request of the Board of Directors.

**TITLE XI. RESPONSIBILITY**

**Article 45. Responsibility**

The directors, the governors, the Chairman, the Vice-Chairman, the Treasurer, and the Executive Officer are not personally bound by the obligations of the Association. Their liability shall be limited to the execution of their assigned tasks and the faults committed in the (non) performance of their duties and tasks.

**TITLE XII. EXTERNAL REPRESENTATION OF THE ASSOCIATION**

**Article 46. External representation of the Association**

The Association shall be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Chairman, acting alone, or by the Vice-Chairman and one (1) director, acting jointly.

Within the framework of daily management, the Association shall also be validly represented vis-à-vis third parties and with regard to all judicial and extra-judicial deeds by the Executive Officer, acting alone.

None of the aforementioned persons must justify his/her/its powers vis-à-vis third parties.

In addition, the Association shall also be validly represented vis-à-vis third parties, within the framework of their mandates, by one or more proxy holder(s) duly mandated by the Board of

Directors, the Chairman, acting alone, or the Vice-Chairman and one (1) director, acting jointly, or, within the framework of daily management, by the Executive Officer, acting alone.

**TITLE XIII. RULES OF ORDER**

**Article 47. Rules of order**

To detail and complete the provisions of these Bylaws, the Board of Directors may adopt, amend and/or revoke rules of order.

The Board of Directors and the Board of Governors are further entitled to adopt internal procedures and any other kind of statement that falls within the scope of its powers.

**TITLE XIV. FINANCIAL YEAR. ACCOUNTS. BUDGET. AUDITING OF THE ACCOUNTS**

**Article 48. Financial year**

The financial year of the Association shall run from 1 January to 31 December.

**Article 49. Annual Accounts. Budget**

The Board of Directors shall establish each year the draft annual accounts of the past financial year, as well as the draft budget for the next financial year. The currency of the Association shall be the euro for the annual accounts and all other official accounting, tax and legal documents.

Each year, within six (6) months following the end of the financial year, the Board of Directors shall submit the draft annual accounts and the draft budget to the Ordinary General Assembly for approval.

The draft annual accounts and the draft budget shall be circulated amongst all Members at least fourteen (14) calendar days before the Ordinary General Assembly.

**Article 50. Auditing of the accounts**

If the law requires so, the General Assembly shall appoint a statutory auditor, chosen between the members of the Belgian “*Institut des Réviseurs d’Entreprise*” (“*Instituut der Bedrijfsrevisoren*”), for a three (3) years term.

If the Association is not required by law to appoint a statutory auditor, the General Assembly may still appoint a statutory auditor or an external accountant to audit the annual accounts.

The statutory auditor or the external accountant, as the case may be, shall draw up an annual report on the annual accounts of the Association. This report shall be submitted to the Ordinary General Assembly before the approval of the annual accounts.

**TITLE XV. AMENDMENTS TO THESE BYLAWS**

**Article 51. Amendments to these Bylaws**

The General Assembly, only upon proposal of amendments to these Bylaws by the Board of Directors, can validly decide on amendments to these Bylaws only if (i) at least half of the Full Members and Special Members are present or represented and (ii) the decisions to amend obtain a two-thirds (2/3) majority of the votes cast by the Full Members and Special Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member or Special Member whose Representative or the Special Member who is the Chairman shall have the decisive vote and in his/her/its absence (whether represented or not), the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman. If the Full Member or Special Member whose Representative or the Special Member who is the Chairman and the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman are both absent (whether represented or not), the Full Member or Special Member whose Representative or the Special Member who is the Treasurer shall have the decisive vote. If the Full Member or Special Member whose Representative or the Special Member who is the Chairman, the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman, and Full Member or Special Member whose Representative or the Special Member who is the Treasurer are all absent (whether represented or not), the Member whose Representative or the Special Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If at least half of the Full Members and Special Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Bylaws, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members and Special Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide the amendments. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

Any proposal to amend these Bylaws shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors. The main terms of any proposal to amend these Bylaws shall be explicitly mentioned in the agenda or a separate document in or attached to the convening notice to the Members and the directors.

The date on which the amendments to these Bylaws shall enter into force shall be determined in the rules of order, if any, or by the decision of the General Assembly regarding the amendments to these Bylaws.

Any decision of the General Assembly relating to the amendments of these Bylaws is subject to the additional requirements imposed by the applicable law. In particular, when the law requires it, the amendments to these Bylaws must be acknowledged by a Royal Decree or recorded in a notarial deed.

**TITLE XVI. DISSOLUTION. LIQUIDATION**

**Article 52. Dissolution. Liquidation**

The General Assembly can validly pronounce the dissolution of the Association only if (i) at least half of the Full Members and Special Members are present or represented and (ii) the decision obtains a two-thirds (2/3) majority of the votes cast by the Full Members and Special Members present or represented. Blank votes, invalid votes and abstentions shall not be counted. In the event of a tie, the Full Member or Special Member whose Representative or the Special Member who is the Chairman shall have the decisive vote and in his/her/its absence (whether represented or not), the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman. If the Full Member or Special Member whose Representative or the Special Member who is the Chairman and the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman are both absent (whether represented or not), the Full Member or Special Member whose Representative or the Special Member who is the Treasurer shall have the decisive vote. If the Full Member or Special Member whose Representative or the Special Member who is the Chairman, the Full Member or Special Member whose Representative or the Special Member who is the Vice-Chairman, and Full Member or Special Member whose Representative or the Special Member who is the Treasurer are all absent (whether represented or not), the Member whose Representative or the Special Member who has been designated by the General Assembly to chair the General Assembly shall have the decisive vote.

If at least half of the Full Members and Special Members are not present or represented at the first meeting, a second meeting of the General Assembly may be convened pursuant to Article 19 of these Bylaws, at least fourteen (14) calendar days after the first meeting of the General Assembly. The second meeting of the General Assembly shall validly deliberate, irrespective of the number of Full Members and Special Members present or represented, in accordance with the majorities stipulated in the first paragraph of the present Article, and decide on the dissolution. However, the General Assembly shall always be composed of at least two (2) natural persons physically present.

Any proposal to dissolve the Association shall be explicitly mentioned in the agenda included in or attached to the convening notice to the Members and the directors.

Upon the dissolution and liquidation of the Association, the General Assembly shall decide upon: the appointment of one or more liquidator(s), the decision-making process of the liquidators if several liquidators are appointed, and the scope of his/her/its/their powers. Failing the appointment of one or more liquidator(s), all the directors shall be deemed to be jointly in charge of the Association's liquidation.

The General Assembly shall also decide upon the allocation of the net assets of the Association, provided however that the net assets of the Association shall be allocated to APRA USA.

**TITLE XVII.      VARIA**

**Article 53.      Computation of time**

For the use of the computation of time limits set out in these Bylaws, the terms below shall be defined as follows:

1. “Month(s)” mean(s) (a) calendar month(s); and
2. “Calendar day(s)” mean(s) that when calculating a period of notice, this period excludes the calendar day when the notice is given or deemed to be given and the calendar day for which it is given or on which it is to take effect.

**Article 54.      Varia**

Anything that is not provided for in these Bylaws or the rules of order, if any, shall be governed by the provisions of Title III of the Belgian Act of 27 June 1921 on non-profit associations, foundations, European political parties and European political foundations. In the event there is a conflict between these Bylaws and the rules of order, if any, internal procedures, or any other kind of rules of the Association, these Bylaws shall prevail.

Membership of the Association does not imply or represent any endorsement by the Association of a Member or of an activity undertaken by a Member. Members shall not use the Association’s name and logo(s) in any manner unless they received a prior and written authorization from the Board of Directors to do so. Members shall have no claim on the Association’s assets.

The business of the Association shall be conducted in English, without prejudice to applicable legal obligations. These Bylaws are written in French and English, but only the French version shall be the official text.